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COMPANIES FORM No. 395

011739/10.

Particulars of a mortgage or charge

395

CHFP025

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

1317

43026

Name of company

* THE BOLTON WANDERERS FOOTBALL AND ATHLETIC COMPANY LIMITED
(the "Company")

Date of creation of the charge

10 NOVEMBER 2004

Description of the instrument (if any) creating or evidencing the charge (note 2)

ASSIGNMENT OF BUILDING CONTRACT
(the "Assignment")

Amount secured by the mortgage or charge

All monies, obligations and liabilities whatsoever (whether for principal, interest or otherwise in whatever currency) which may now or at any time in the future be due, owing or incurred by the Company to The Co-operative Bank p.l.c. (the "Lender") whether actual or contingent and whether alone, several or jointly as principal, guarantor, surety or otherwise and in whatever name or style and whether on any current or other account or in any other manner whatsoever and including, without limitation, all expenses, charges, commission and interest (and so that interest shall be computed and compounded according to the usual practice of the Lender as well after as before any demand or judgment) other than any liability or obligation which, if it were so included, would result in the Assignment contravening section 151 of the Companies Act 1985.

Names and addresses of the mortgagees or persons entitled to the charge

The Co-operative Bank p.l.c. (the "Lender")
PO Box 101, 1 Balloon Street,
Manchester

Postcode M60 4EP

Presentor's name address and
reference (if any):

Halliwells LLP
St James's Court
Brown Street
Manchester M2 2JF

JMW.NTA.C05142.1218

Time critical reference

For official Use
Mortgage Section

Post room



A40
COMPANIES HOUSE

0622
17/11/04

Short particulars of all the property mortgaged or charged

1. Assignment by way of security to the Lender of all the Company's present and future rights, title, benefit interest in the Assigned Documents (including, without limitation, any and all claims, rights, payments and remedies to which the Company is now or may hereafter become entitled under, pursuant to or in relation to the Assigned Documents (including, without limitation, all claims for damages in respect of any breach of the Assigned Documents and the benefit of any guarantee, indemnity or security in relation to the Assigned Documents)).

2. Fixed charge over the benefit of all present and future licences, permits, consents and authorisations (statutory or otherwise) held in connection with the use or exploitation of the other assets which are the subject of the security created by or pursuant to the Assignment and the right to recover and receive all compensation which may at any time be payable to it in respect thereof.

"Assigned Documents" means ^{being} the building contract, (being in the JCT standard form of building contract private with quantities 1998 edition incorporating amendments 1 to 4 and as further amended by agreement)

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Halliwells LLP

Date

16 Nov 2004

On behalf of ~~[company]~~ [mortgagee/chargee]†

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

43026

Name of Company

THE BOLTON WANDERERS FOOTBALL AND ATHLETIC COMPANY LIMITED
(the "Company")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Please complete
legibly, preferably
in black type, or
bold block lettering

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
legibly, preferably
in black type, or
bold block lettering

dated on or around the date of the Assignment between Styles & Wood Limited and the Company in relation to the construction of the fit out of the ground and first floors of the North Stand of the property known as The Reebok Stadium, Burnden Way, Lostock, Bolton and all negotiable and non negotiable instruments, guarantees, indemnities and other assurances against financial loss and any other documents or instruments which contain or evidence an obligation (with or without security) to pay, discharge or responsible directly or indirectly for, any liabilities of any person and includes any document or instrument creating or evidencing an encumbrance and which arise from the said building contract.

Please complete
legibly, preferably
in black type, or
bold block lettering

495

Restriction on dealing

The Company shall not:

- (a) create or permit to subsist any encumbrance over all or any part of the security assets or any interest therein other than a permitted encumbrance;
- (b) without the prior written consent of the Lender, whether in a single transaction or in a number of transactions (related or not), sell, assign, transfer, lease, lend, otherwise dispose of or grant any option over all or any part of the security assets or any interest therein.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00043026

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF BUILDING CONTRACT DATED THE 10th NOVEMBER 2004 AND CREATED BY BOLTON WANDERERS FOOTBALL & ATHLETIC COMPANY LIMITED (THE) FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th NOVEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd NOVEMBER 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P. Raw